

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Smith Jimmi Sue</u>  (Last) (First) (Middle) 436 SEVENTH AVENUE  (Street) PITTSBURGH PA 15219  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Koppers Holdings Inc. [ KOP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	01/04/2024		A		4,284	A	\$0.00	27,325 <sup>(2)</sup>	D	
Common Stock	01/05/2024		M		4,760	A	<sup>(3)</sup>	32,085	D	
Common Stock	01/05/2024		M		103 <sup>(4)</sup>	A	\$0.00 <sup>(4)</sup>	32,188	D	
Common Stock	01/05/2024		F		4,129	D <sup>(5)</sup>	\$47.32	28,059	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	<sup>(3)</sup>	01/04/2024		A		2,424		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	2,424	\$0.00	4,760	D	
Restricted Stock Units	<sup>(3)</sup>	01/04/2024		A		3,934		<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	3,934	\$0.00	4,815	D	
Restricted Stock Units	<sup>(3)</sup>	01/04/2024		A		2,160		<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	2,160	\$0.00	2,160	D	
Dividend Equivalent Rights	<sup>(9)</sup>	01/04/2024		A		96		<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	96	\$0.00	270	D	
Restricted Stock Units	<sup>(3)</sup>	01/05/2024		M			4,760	<sup>(10)</sup>	<sup>(10)</sup>	Common Stock	4,760	\$0.00	0	D	
Dividend Equivalent Rights	<sup>(11)</sup>	01/05/2024		M			103 <sup>(11)</sup>	<sup>(11)</sup>	<sup>(11)</sup>	Common Stock	103	\$0.00	167	D	

**Explanation of Responses:**

- The reporting person was awarded time-based restricted stock units on January 4, 2024, which will vest in annual installments of one-third each over three years.
- Includes 689 shares of Koppers Holdings Inc. common stock acquired pursuant to the Koppers Holdings Inc. Employee Stock Purchase Plan on March 31, 202, June 30, 2023, September 30, 2023, and December 31, 2023. These acquisitions were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
- Restricted stock units convert into common stock on a one-for-one basis.
- Represents shares acquired upon release of dividend equivalent rights ("DERs"), as reported in Table II, on a one-for-one basis.
- Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of time-based restricted stock units ("RSUs") and performance share units ("PSUs").
- On January 4, 2021, the reporting person was granted PSUs for which the performance criteria for the three-year performance period from January 1, 2021 through December 31, 2023 have been satisfied.
- On January 4, 2022, the reporting person was granted PSUs for which the performance criteria for the two-year performance period from January 1, 2022 through December 31, 2023 have been satisfied. All of the restricted stock units reported here are subject to vesting based on the continued service of the reporting person through January 5, 2025. If the Company's total shareholder return over the three-year period of January 1, 2022 through December 31, 2024 is negative, then the cumulative number of units that may vest for such three-year period will be capped at 150% of the target number.
- On January 4, 2023, the reporting person was granted PSUs for which the performance criteria for the one-year performance period from January 1, 2023 through December 31, 2023 have been satisfied. All of the restricted stock units reported here are subject to vesting based on the continued service of the reporting person through January 5, 2026. If the Company's total shareholder return over the three-year period of January 1, 2023 through December 31, 2025 is negative, then the cumulative number of units that may vest for such three-year period will be capped at 150% of the target number.
- The DERs accrued with respect to additional PSUs credited to the reporting person with respect to PSUs granted on January 4, 2021, January 4, 2022, and January 4, 2023. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.
- Represents previously granted performance share units for which the performance criteria for the three-year performance period from January 1, 2021 through December 31, 2023 have been satisfied, as reported in Table II above.
- These DERs were released in connection with the vesting of RSUs and PSUs granted on January 4, 2021, January 4, 2022, and January 4, 2023. Each DER is the economic equivalent of one share of Koppers

/s/Stephanie L. Apostolou,  
Attorney in Fact

01/08/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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